

SKINNER CORPORATION

MINUTE BOOK INDEX

4/30/82 66th ANNUAL SHAREHOLDERS MEETING

Adopted Resolution ratifying, confirming and approving acts of officers and directors on behalf of corporation since last annual meeting.

Elected Directors, DES, Chair; RJB; AEN; CGB; PWS

Foundation Report: NC Foundation dissolved during past year--assets distributed to United Way; Foundation year end changed to 3/31.

4/30/82 66th ANNUAL DIRECTORS MEETING

ALPAC: Paul Elliott hired; Quench Bottling Co. and Schweppes line obtained; Honolulu branch remodeled; Rich Miallovich hired.

NC: John Clearman hired.

Election of Officers.

Dividends: \$2.50, payable 6/29/82.

7/28/82 REGULAR MEETING

Dividends: \$2.50, payable 9/15/82.

5th Avenue Theater Association: authorized cash contribution of \$100,000.

9/29/82 Dividend: consideration deferred until December.

Other Investments: NFL strike in progress; comprehensive plan adopted by Kirkland city Council.

12/10/82 CONSENT RESOLUTION

Granting DES, RJB, PWS, CGB, and/or JWW broad, general authority to sign and pledge securities of the corporation.

12/20/82 REGULAR MEETING

Dividend: \$5.00 payable 1/7/83 to be allocated half 1982 and half 1983.

ALPAC: Option Agreement executed for purchase of property in Alaska--new facility to be built.

Other Investments: Approved purchase of Evans-Llewellyn Securities.

Pries Estate: Resolution authorizing offices to redeem 611 shares from Marital Trust per 303 IRC.

Foundation: Resolution that SC contribute 5% of 1982 pre-tax earnings.

Retirement Plan: Resolution authorizing officers to adopt amendment changing benefit formula and definition of compensation effective 12/31/83, and including IRS required provisions, effective 12/31/82, and determine continued qualification under IRC.

Benefits Plan: Resolution authorizing officers to execute amendment instituting maximum benefit levels and increasing long term disability level.

1/18/83      CONSENT RESOLUTION

Adopting Collateral Assignment Split Dollar Life Insurance Plan on life of Chairman of the Board and CEO and the authorizing officers to implement same.

4/6/83      67th ANNUAL MEETING

Election of officers.

Dividend of \$2.50 payable 6/24/83.

4/6/83      67th ANNUAL SHAREHOLDERS MEETING

Election of Directors

Pries Estate: Resolution of 12/20/82 rescinded authorizing redemption 611 shares.

Stock Equalization: Resolution that stock ownership be equalized in the general form of the Redemption Agreement presented; further that directors may make necessary changes, and that officers be authorized to effect such stock redemptions.

In connection with above, Board adopts method of valuation of Standard Research Consultants, and establishes price per share of \$1,000.00.

6/20/83      CONSENT RESOLUTION

Authorizing SC to enter Agreement of Assumption and Guarantee of Workmen's Compensation Liabilities for Alpac.

7/19/83      SPECIAL MEETING

Resolutions authorizing Indemnity Agreement with Bank of CAL as Trustee and negotiation of term. Further authorization for JWW to amend two of the Redemption Agreements to account for 1/2 share in each.

7/29/83      REGULAR MEETING

Financial Report: Dividend \$2.50/share payable 9/15/83.

NC: Jim Kelly, new Vice President - Sales.

Resolutions regarding Indemnity Agreement with the Bank of California, N.A./ delivering to NSN and SSB amendments.

Resolution authorizing Corporation to contribute 200,000 shares of common stock of McDonald, Dettwiler & Associates, Ltd., to BNS Partnership.

10/31/83      CONSENT RESOLUTION

The closing date of the Redemption Agreements to read January 16, 1984.

12/15/83      REGULAR MEETING

Dividend of \$2.50 payable 12/28/83.  
Dividend of \$2.50 payable 3/30/84.

Board of Directors authorized a contribution of 25% of the Brantman Capital Corporation Stock Corporation to BNS Limited Partnership with a sale of 75% of same to the Partnership.

Board of Directors authorized the transfer of its partnership interest in Seattle Professional Football Club to a wholly owned subsidiary.

Resolution to enter into a Deferred Compensation agreement with DES and RJB.

Resolution amending Group Life Insurance Plan to provide that the term "annual earnings" shall include pension benefits for employees defined as consultants under the Plan, effective 1/1/84.

Resolution to contribute to Skinner Foundation 5% of its 1983 net pre-tax earnings.

1/30/84      CONSENT RESOLUTION

Election of Arthur E. Nordhoff as Vice-President - Real Estate Division effective February 1, 1984.

4/4/84      ANNUAL MEETING OF SHAREHOLDERS

Dividend of \$2.50 per share payable 6/21/84.

Election of Directors.

4/4/84      ANNUAL MEETING

Election of Officers.

7/17/84      REGULAR MEETING

Dividend \$2.50 payable 8/1/84.

10/10/84      REGULAR MEETING

Dividend \$2.50 payable 10/16/84.

Resolution to sell Cordova property.

Resolution to amend the Retirement Plan to change the benefit formula from a defined benefit offset plan to a career-average plan, to adopt certain provisions to conform to the Tax Equity and Fiscal Responsibility Act of 1983 and to comply with certain non-discrimination requirements.

Resolution for Skinner Corporation and Affiliated Companies to adopt the 401(k) Savings Plan.

12/13/84      REGULAR MEETING

Dividend of \$5.00 payable 12/31/84.

Resolution to contribute 5% of pre-tax earnings to Skinner Foundation.

Resolution authorizing LED/AEN as authorized signatures.

Resolution to update the authorization for Stock Transfers.



3/29/85      ANNUAL MEETING OF SHAREHOLDERS  
Election of Directors.

3/29/85      ANNUAL MEETING  
Dividend \$2.50 payable 4/8/85.  
Election of Officers.

7/17/85      REGULAR MEETING  
Dividend \$2.50 payable 6/25/85.  
Resolution authorizing changes in bank account when  
required for business purposes.  
Resolution that SC is authorized to purchase Wilcox/  
Yarrow Bay property in Kirkland, Washington.

10/17/85     REGULAR MEETING  
Dividend \$2.50 payable 10/22/85.  
Resolution to amend Bylaws to provide for the designa-  
tion of Chairman of the Board and Vice Chairman of the  
Board as Officers of the Company.  
Election of Officers.

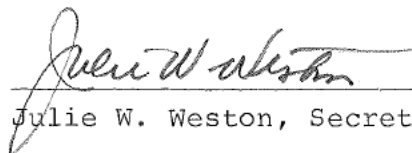
12/17/85     REGULAR MEETING  
Dividend \$2.50 plus \$10.00 for a total of \$12.50  
payable 12/31/85.  
Resolution to amend the Skinner Corporation and  
Affiliated Companies 401(k) Savings Plan to engage a  
new Investment Manager, Sirach/Flinn, and changing the  
Trustee of the Plan from Seattle-First National Bank  
to Rainier Bank.  
Resolution to amend the Skinner Corporation and  
Affiliated Companies Health Benefits Plan to change  
the calculations of hospital benefits and deductible  
amounts.

NOTICE OF 66th ANNUAL MEETING  
OF  
SHAREHOLDERS AND DIRECTORS  
OF  
SKINNER CORPORATION

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Notice is hereby given that the 66th Annual Meeting of the Shareholders and Directors of SKINNER CORPORATION will be held at the Rainier Club, Seattle, Washington, in Room 514, on Friday, April 30, 1982, at the hour of 9:00 a.m., for the purpose of electing directors and officers for the ensuing year and for the transaction of such other business as may properly come before the meeting.


Dated April 5, 1982.

  
Julie W. Weston, Secretary


AFFIDAVIT OF SERVICE

State of Washington )  
                                  )  
County of King       )

I Julie W. Weston, being first sworn on oath, depose and say: That on the 5th day of April, 1982, I personally deposited in the United States mails or delivered in person, a copy of the attached Notice of the 66th Annual Meeting of Shareholders and Directors of Skinner Corporation, to each of said Shareholders at the addresses as shown on the books and records of the Company.

  
\_\_\_\_\_  
Julie W. Weston, Secretary

Subscribed and sworn to before me this 28<sup>th</sup> day of April, 1982.

  
\_\_\_\_\_  
Notary Public in and for the  
State of Washington, County  
of King.

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, DAVID E. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 15 day of April, 1982.

David E. Skinner

P R O X Y

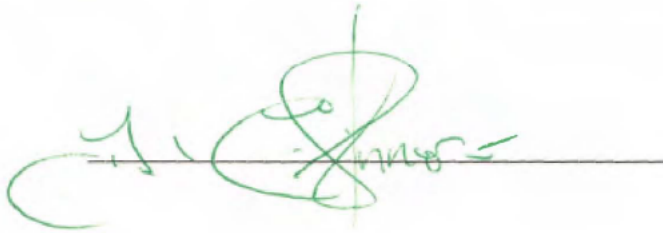
(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, DAVID E. SKINNER III, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 5 day of APRIL, 1982.



P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, PAUL W. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 9 day of April, 1982.

A handwritten signature in dark ink, appearing to read "Paul W. Skinner", is written over a horizontal line.

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

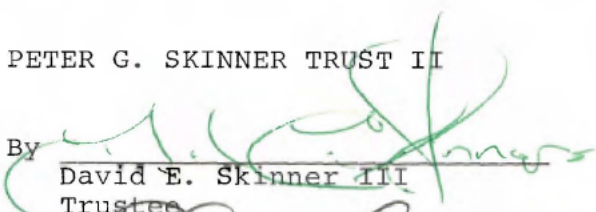
THAT I, PETER G. SKINNER TRUST II, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

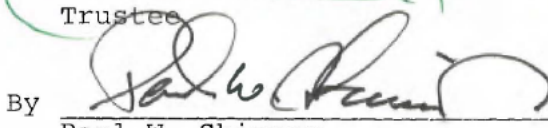
Executed this 5 day of April, 1982.

PETER G. SKINNER TRUST II

By

  
David E. Skinner III  
Trustee

By

  
Paul W. Skinner  
Trustee



P R O X Y

(b) (6)

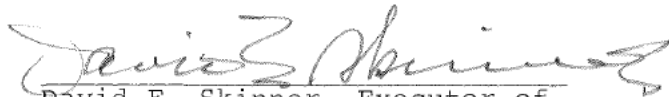
KNOW ALL MEN BY THESE PRESENTS:

THAT I, THE ESTATE OF LEONORE P. PRIES, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 20<sup>th</sup> day of APRIL, 1982.

THE ESTATE OF LEONORE P. PRIES



David E. Skinner, Executor of  
the Estate of Leonore P. Pries



John S. Gordon, Executor of  
the Estate of Leonore P. Pries

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, ROBERT J. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 5<sup>th</sup> day of April, 1982.

Robert J. Behnke

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SALLY SKINNER BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 26<sup>th</sup> day of April, 1982.



P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, CARL G. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 6<sup>th</sup> day of April, 1982.

Carl G. Behnke

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, ROBERT E. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this \_\_\_\_\_ day of April 14, 1982.

Robert E. Behnke

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, JOHN S. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 11 day of April, 1982.

John S. Behnke

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, NANCY SKINNER NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint ~~D. E. SKINNER and/or R. J. BEHNKE and/or~~ ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 12 day of 1, 1982.

Nancy Skinner Nordhoff



P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, GRACE A. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 24<sup>th</sup> day of April, 1982.

Grace A. Nordhoff

Julie:

*I will not be attending the meeting.*

*Grace*

P R O X Y

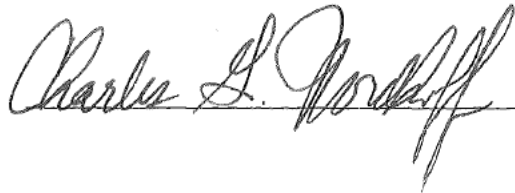
(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, CHARLES G. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint ~~D.E. SKINNER and/or R.J. BEHNKE and/or~~ ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 9<sup>th</sup> day of April, 1982.

  
\_\_\_\_\_

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, CAROLYN J. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 6<sup>th</sup> day of April, 1982.

Carolyn J. Nordhoff  
by: Arthur E. Nordhoff  
Natural Guardian

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, DAVID E. SKINNER TRUST, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 9th day of April, 1982.

DAVID E. SKINNER TRUST

By

Robert J. Behnke  
Robert J. Behnke, Trustee

By

Walter R. Daggatt  
Walter R. Daggatt, Trustee

By

The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SKINNER TRUST #2, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of April, 1982.

SKINNER TRUST #2

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By JW Brumby  
The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SKINNER TRUST #3, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of April, 1982.

SKINNER TRUST #3

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By JW Smith  
The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, NANCY SKINNER TRUST, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of April, 1982.

NANCY SKINNER TRUST

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By The Bank of California, N.A.  
Trustee



P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SALLY SKINNER TRUST, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of April, 1982.

SALLY SKINNER TRUST

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, MACKINTOSH PARTNERSHIP (CHILDREN'S TRUST), the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of April, 1982.

MACKINTOSH PARTNERSHIP (CHILDREN'S TRUST)

By

[Signature]  
The Bank of California, N.A.  
Trustee

[Signature]  
David E. Skinner, Trustee

[Signature]  
Robert J. Behnke, Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, MACKINTOSH PARTNERSHIP (MARITAL TRUST), the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 66th annual meeting of shareholders, to be held at the Rainier Club, Room 514, Seattle, Washington, on Friday, April 30, 1982 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of April, 1982.

MACKINTOSH PARTNERSHIP (MARITAL TRUST)

By

[Signature]  
The Bank of California, N.A.  
Trustee

[Signature]  
David E. Skinner, Trustee

[Signature]  
Robert J. Behnke, Trustee

STATE OF WASHINGTON



SECRETARY OF STATE

OLYMPIA, WASHINGTON 98504

CORPORATION LICENSE

This certifies that the Corporation named hereon is licensed to do business in the State of Washington.

SKINNER CORPORATION

% JULIE W WESTON  
7TH FLR SKINNER BLDG

SEATTLE

SSF 47 (4-81)

WA 98101

LICENSE NO 2-038400-4  
EXPIRATION DATE 06-30-83

A handwritten signature in blue ink, appearing to read "R. Munro".

RALPH MUNRO  
SECRETARY OF STATE



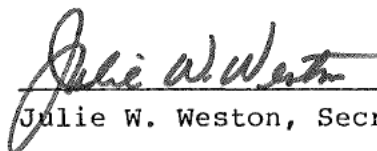
NOTICE OF 67th ANNUAL MEETING  
OF  
SHAREHOLDERS AND DIRECTORS  
OF  
SKINNER CORPORATION

---

Notice is hereby given that the 67th Annual Meeting of the Shareholders and Directors of SKINNER CORPORATION will be held at the Four Seasons Olympic Hotel, Seattle, Washington, in the Parliament Room, on Wednesday, April 6, 1983, at the hour of 9:00 a.m., for the purpose of electing directors and officers for the ensuing year and for the transaction of such other business as may properly come before the meeting.

Luncheon will be served in the Kensington Room of the hotel.

Dated March 7, 1983.

  
Julie W. Weston, Secretary

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, DAVID E. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

David E. Skinner



P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, DAVID E. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

D. E. Skinner

P R O X Y

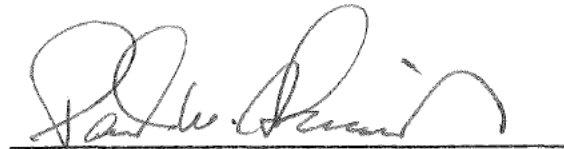
(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, PAUL W. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 10 day of March, 1983.



A handwritten signature, appearing to read "Paul W. Skinner", is written over a horizontal line.

P R O X Y

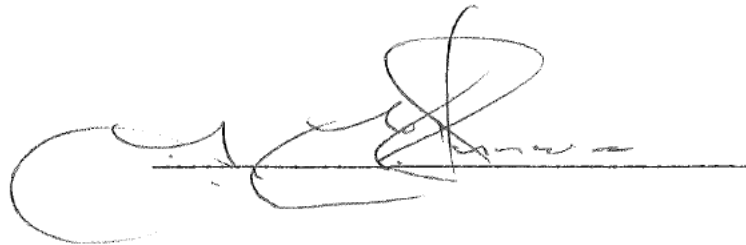
(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, DAVID E. SKINNER III, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 4 day of April, 1983.

A handwritten signature, likely of David E. Skinner III, is written over a horizontal line. The signature is stylized and cursive.

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, ROBERT J. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 21st day of March, 1983.

Robert J. Behnke

P R O X Y

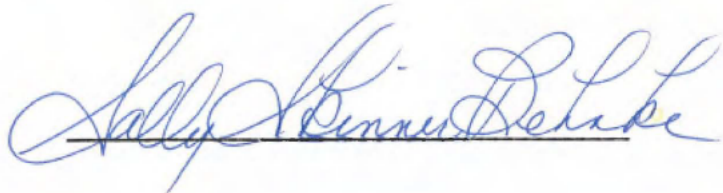
(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SALLY SKINNER BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 31 day of March, 1983.

A handwritten signature in blue ink, reading "Sally Skinner Behnke", written over a horizontal line.

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, CARL G. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 12 day of March, 1983.

Carl G. Behnke

P R O X Y

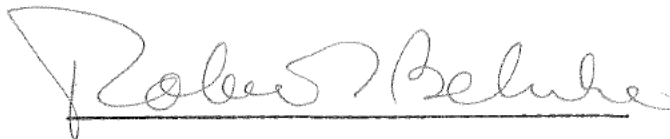
(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, ROBERT E. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 1983.

A handwritten signature in cursive script, reading "Robert E. Behnke", is written over a horizontal line.

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, NANCY SKINNER NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 16 day of March, 1983.

Nancy Skinner Nordhoff



P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, CHARLES G. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint ~~D.E. SKINNER and/or R.J. BEHNKE and/or~~ ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present; except in the case of any question pertaining to any stock equalization plan, in which

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 4<sup>th</sup> day of April, 1983.

Charles G. Nordhoff

→ case the above-named attorney and agent is directed to vote all my stock in opposition to the implementation of any such plan.

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, GRACE A. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 3<sup>rd</sup> day of March, 1983.

Grace A. Nordhoff

P R O X Y

(b) (6)

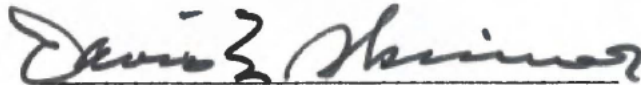
KNOW ALL MEN BY THESE PRESENTS:

THAT I, THE ESTATE OF LEONORE P. PRIES, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

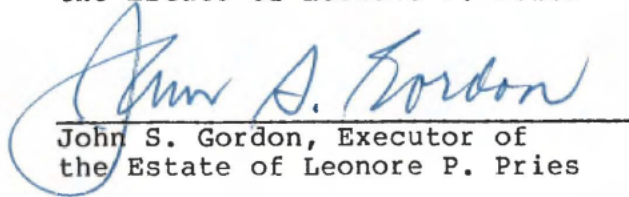
This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

THE ESTATE OF LEONORE P. PRIES



David E. Skinner, Executor of  
the Estate of Leonore P. Pries



John S. Gordon, Executor of  
the Estate of Leonore P. Pries

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, DAVID E. SKINNER TRUST, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 1st day of March, 1983.

DAVID E. SKINNER TRUST

By Robert J. Behnke  
Robert J. Behnke, Trustee

By Walter R. Daggatt  
Walter R. Daggatt, Trustee

By The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SALLY SKINNER TRUST, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

SALLY SKINNER TRUST

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, NANCY SKINNER TRUST, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

NANCY SKINNER TRUST

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, CHILDREN'S TRUST FOR THE BENEFIT OF SALLY S. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

By [Signature]  
The Bank of California, N.A.

By [Signature]  
David E. Skinner, Trustee

By [Signature]  
Robert J. Behnke, Trustee



P R O X Y


(b) (6)


KNOW ALL MEN BY THESE PRESENTS:

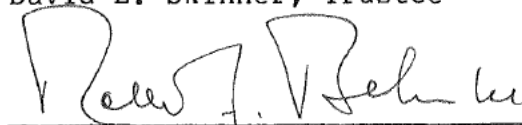
THAT I, CHILDREN'S TRUST FOR THE BENEFIT OF D.E. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

By   
The Bank of California, N.A.  
Trustee

  
David E. Skinner, Trustee

  
Robert J. Behnke, Trustee



P R O X Y

(b) (6)

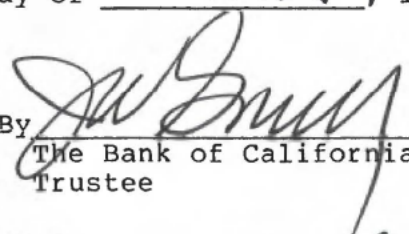
KNOW ALL MEN BY THESE PRESENTS:

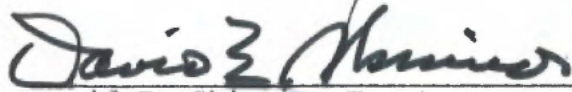
THAT I, CHILDREN'S TRUST FOR THE BENEFIT OF NANCY S. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

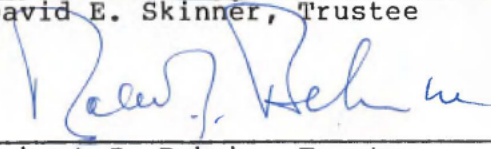
This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

By

  
The Bank of California, N.A.  
Trustee

  
David E. Skinner, Trustee

  
Robert J. Behnke, Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

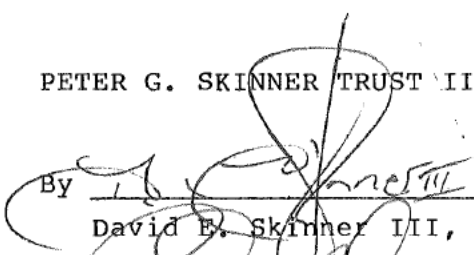
THAT I, PETER G. SKINNER TRUST II, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.


Executed this 10 day of March, 1983.

PETER G. SKINNER TRUST II

By

  
David E. Skinner III, Trustee

By

  
Paul W. Skinner, Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

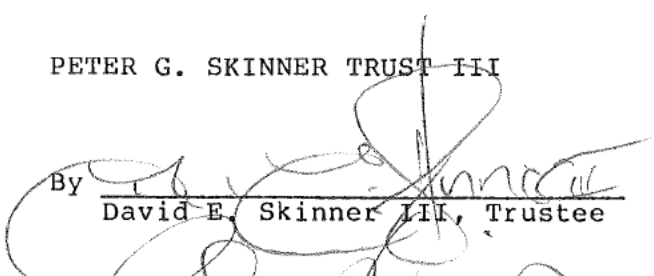
THAT I, PETER G. SKINNER TRUST III, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

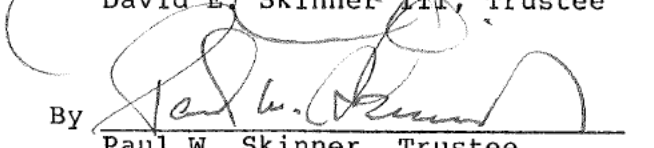
Executed this 14 day of March, 1983.

PETER G. SKINNER TRUST III

By

  
David E. Skinner III, Trustee

By

  
Paul W. Skinner, Trustee

P R O X Y

(b) (6)

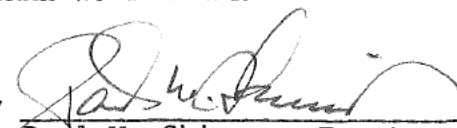
KNOW ALL MEN BY THESE PRESENTS:

THAT I, THE DAVID E. SKINNER TRUST FOR THE BENEFIT OF JENNY MARIE AND SARAH W. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

THE DAVID E. SKINNER TRUST FOR  
THE BENEFIT OF JENNY MARIE AND  
SARAH W. SKINNER

By   
Paul W. Skinner, Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SKINNER TRUST #2, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

SKINNER TRUST #2

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, SKINNER TRUST #3, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1983.

SKINNER TRUST #3

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By JW Smith  
The Bank of California, N.A.  
Trustee

P R O X Y

(b) (6)

KNOW ALL MEN BY THESE PRESENTS:

THAT I, CAROLYN J. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name, place and stead, to vote all my stock in said corporation at its 67th annual meeting of shareholders, to be held at the Four Seasons Olympic Hotel, Parliament Room, Seattle, Washington, on Wednesday, April 6, 1983 at the hour of 9:00 a.m. or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 6<sup>th</sup> day of April, 1983.

Arthur E. Nordhoff  
Nat'l Guardian.

DEPARTMENT OF LABOR AND INDUSTRIES  
INDUSTRIAL INSURANCE DIVISION

AGREEMENT OF ASSUMPTION AND GUARANTEE  
OF WORKMEN'S COMPENSATION LIABILITIES

In the matter of the Application for Certification as a Self-Insurer in the  
State of Washington.

WHEREAS, ALPAC CORPORATION, a Washington  
corporation (hereinafter called the undersigned) has made application to  
self-insure its subsidiary pursuant to RCW TITLE 51 the Industrial Insurance  
Laws of 1972 and

WHEREAS, ALPAC CORPORATION, a Washington  
corporation (hereinafter called the subsidiary) is a subsidiary of the  
undersigned doing business in the State of Washington;

NOW, THEREFORE, it is understood and agreed that:

1. In consideration of the Director of the Department of Labor and  
Industries of the State of Washington issuing a Certificate of Self-Insurance  
to said subsidiary, the undersigned agrees to assume and guarantees to pay,



when, not less than thirty (30) days from receipt of notice, such termination shall be effective. It being expressly understood and agreed that the undersigned shall be liable for default of said subsidiary in fully discharging all existing and potential liability of said subsidiary as a self-insurer as of the date of said termination.

5. A change in the proprietorship or the sale of said subsidiary does not terminate this agreement.

6. In the event said subsidiary shall fail to pay compensation, or other assessments which may become due from such subsidiary, when due, the undersigned will pay the same and the payment may be enforced against the undersigned to the same extent as if said payment was the liability of the undersigned.

7. The undersigned consents to be sued in the Courts of the State of Washington in regards to its subsidiaries obligations as a self-insurer, and the undersigned consents to the service of process upon it by service upon its registered agent in the State of Washington, or upon an official of its subsidiary company in the State of Washington.

8. The undersigned is held and firmly bound for the payment of all legal costs incurred by the State of Washington in any action taken to

WAIVER OF NOTICE OF  
SPECIAL MEETING OF BOARD OF DIRECTORS  
SKINNER CORPORATION

We, the undersigned, being a quorum of the directors of Skinner Corporation, hereby waive all notice whatsoever of time, place and purpose of a special meeting of the Board of Directors to be held on July 19, 1983, at 8:00 a.m. in the offices of Skinner Corporation, 7th Floor, Skinner Building, Seattle, Washington, for the purpose of discussing furnishing an indemnity agreement to The Bank of California, N.A., and for such other business as may lawfully come before the meeting.

Dated at Seattle, Washington, July 19, 1983.



D. E. Skinner



Carl G. Behnke



Robert J. Behnke



Arthur E. Nordhoff




Paul W. Skinner

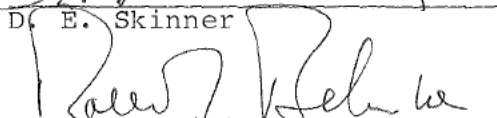
WAIVER OF NOTICE OF BOARD MEETING OF DIRECTORS OF  
SKINNER CORPORATION

We, the undersigned, being all of the directors of  
SKINNER CORPORATION, hereby waive notice of time, place and  
purpose of a meeting of the Board of Directors to be held on  
July 29, 1983, at the hour of 9:00 a.m., at the office of  
Skinner Corporation, 7th Floor, Skinner Building, Seattle,  
Washington.


Dated at Seattle, Washington, July 29, 1983.

  
D. E. Skinner

  
Carl G. Behnke

  
Robert J. Behnke

  
Arthur E. Nordhoff

  
Paul W. Skinner

## INDEMNITY AGREEMENT

THIS INDEMNITY AGREEMENT is made by the SKINNER CORPORATION, herein referred to as the "Indemnitor," for the benefit of ROBERT J. BEHNKE, DAVID E. SKINNER, and THE BANK OF CALIFORNIA, N.A., in their capacities as Trustee, herein collectively referred to as "Trustees."

WHEREAS, the Skinner Corporation has offered to purchase certain shares of its common voting stock as follows:

<u>Trust</u>	<u>Shares</u>
G.W. Skinner Trust for the Benefit of Sally Skinner Behnke	(b) (6)
Skinner Trust No. 2 for the Benefit of Sally Skinner Behnke	
G.W. Skinner Trust for the Benefit of Nancy Skinner Nordhoff	
Skinner Trust No. 3 for the Benefit of Nancy Skinner Nordhoff	
Total Shares	

all in accordance with those certain Redemption Agreements, copies of which are marked Exhibit "A" through Exhibit "D," inclusive, attached hereto and incorporated by reference; and

WHEREAS, The Bank of California, N.A. (hereinafter referred to as the "Bank"), is one of the Trustees of each of the above named trusts; and

WHEREAS, David E. Skinner and Robert J. Behnke are also Trustees of the trusts; and

WHEREAS, the Indemnitor believes it to be in its best interest to encourage the continuing involvement of David E. Skinner and his descendants in the operation of the Skinner Corporation by increasing the collective ownership of David E. Skinner, his descendants, and the trusts established for the benefit thereof, to a level equal to the collective ownership of stock in the Skinner Corporation by each of Sally Skinner Behnke, her descendants and trusts established for the benefit thereof, and Nancy Skinner Nordhoff, her descendants and the trusts established for the benefit thereof;

NOW, THEREFORE, in consideration of the foregoing, the benefits to result from the provisions hereof, and for the consent of the Bank in its capacity as Trustee:

The Indemnitor shall and does hereby indemnify the Trustees, their successors and assigns, against and hold the Trustees, their successors and assigns, harmless from any claim, action, cause of action, demands, damages, costs and expenses of any nature whatsoever, including liability for all attorneys' fees which the Trustees or their successors and assigns shall, or may at any time, sustain or incur by reason of or in consequence of the sale of the stock of the Skinner Corporation to the Skinner Corporation as set forth in the Redemption Agreements, or which the Trustees, their successors and assigns, may incur or in any way sustain in connection with any litigation or threatened litigation, including any suit instituted to enforce the provisions of this Indemnity.

This Indemnity shall be effective upon the closing date of the Redemption Agreements and shall remain in full force and effect \_\_\_\_\_

This Indemnity shall be binding upon the Indemnitor, its successors and assigns.

DATED at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 1983.

SKINNER CORPORATION .

By: *[Signature]*

Its \_\_\_\_\_

By: \_\_\_\_\_

Its \_\_\_\_\_

f. m. o. p. h. 11/12/83  
quarto

AGREEMENT

This is an AGREEMENT made this \_\_\_\_\_ day of \_\_\_\_\_, 1983, by and between SKINNER CORPORATION, a Washington corporation with its principal place of business at Seattle, Washington (the "Company"), and D.E. SKINNER ("Skinner"), Chairman of the Board and President of the Company, with reference to the following facts:

A. Skinner is now and for many years has been Chairman of the Board and President of the Company;

B. The Company wishes to secure Skinner's continued services for the period to and including his normal or early retirement date ("Normal or Early Retirement Date") as determined under the Retirement Plan for Employees of Skinner Corporation & Affiliated Companies (the "Plan") as in effect on the date hereof, and wishes the further services of Skinner as a consultant and director after the term of his employment has ended;

C. Skinner is willing to enter into this Agreement for such periods and upon the terms and conditions herein set forth.

NOW, THEREFORE, in consideration of the mutual promises and agreements set forth herein, the parties AGREE as follows:

1. Employment. The Company shall employ Skinner and Skinner shall serve the Company as its President during the term of employment set forth in Section 2 of this Agreement. Skinner shall report to the Board of Directors of the Company and his powers and duties shall be as defined in the By-laws of the Company. Skinner also agrees, subject to his election as such, to serve as Chairman, as a Director, and as a member of any committee of the Board of Directors of the Company during his term of employment.

If at any time during the term of his employment the Board of Directors of the Company shall fail to re-elect Skinner as President and Chairman of the Company or shall remove him from such office, or if at any time during the term of employment Skinner shall fail to be vested by the Company with the powers and authority of President and Chairman of the Board as described above, Skinner shall have the right, by written notice to the Company, to terminate his services hereunder, effective as of the last day of the month of receipt by the Company of any such written notice, and Skinner shall have no further obligation under this Agreement. Termination of Skinner's services under this section shall be treated as a termination of employment by the Company other than for cause and shall be governed by the provisions of Section 4 below.

## AGREEMENT

This is an AGREEMENT made this \_\_\_\_\_ day of \_\_\_\_\_, 198\_\_\_\_, by and between SKINNER CORPORATION, a Washington corporation with its principal place of business at Seattle, Washington (the "Company"), and ROBERT J. BEHNKE ("Behnke"), Vice President of the Company, with reference to the following facts:

A. Behnke is now and for many years has been Vice President of the Company;

B. The Company wishes to secure Behnke's continued services for the period to and including his normal or early retirement date ("Normal or Early Retirement Date") as determined under the Retirement Plan for Employees of Skinner Corporation & Affiliated Companies (the "Plan") as in effect on the date hereof, and wishes the further services of Behnke as a consultant and director after the term of his employment has ended;

C. Behnke is willing to enter into this Agreement for such periods and upon the terms and conditions herein set forth.

NOW, THEREFORE, in consideration of the mutual promises and agreements set forth herein, the parties AGREE as follows:

1. Employment. The Company shall employ Behnke and Behnke shall serve the Company as its Vice President during the term of employment set forth in Section 2 of this Agreement. Behnke shall report to the President and the Board of Directors of the Company and his powers and duties shall be as defined in the By-laws of the Company. Behnke also agrees, subject to his election as such, to serve as Vice President, as a Director, and as a member of any committee of the Board of Directors of the Company during his term of employment.

If at any time during the term of his employment the Board of Directors of the Company shall fail to re-elect Behnke as Vice President of the Company or shall remove him from such office, or if at any time during the term of employment Behnke shall fail to be vested by the Company with the powers and authority of Vice President as described above, Behnke shall have the right, by written notice to the Company, to terminate his services hereunder, effective as of the last day of the month of receipt by the Company of any such written notice, and Behnke shall have no further obligation under this Agreement. Termination of Behnke's services under this section shall be treated as a termination of employment by the Company other than for cause and shall be governed by the provisions of Section 4 below.

2. Term of Employment. Behnke's "term of employment" as this phrase is used throughout this Agreement shall be for a period commencing on the date hereof and ending on Behnke's Normal or Early Retirement Date.

3. Compensation. Company shall pay or cause to be paid to Behnke during the term of employment a base salary of not less than \$110,000 per annum, payable in equal semi-monthly installments during each year or part year of such term. It is understood that the Company, in the discretion of its Board of Directors, may increase such base salary.

4. Termination of Employment. If for any reason other than cause as defined below in this Section 4, or Behnke's death or disability, Behnke's employment is terminated by the Company, Behnke shall be entitled to receive and the Company shall be obligated to pay: (a) his full base salary set forth in Section 3 above for each year or fraction thereof of the remaining term of employment; and (b) the consulting and retirement payments described in and for the period specified by Section 7 below. Behnke also shall continue to participate in all plans and programs of the Company referred to in Section 6 below to the extent that such participation is possible under the general terms and provisions of such plans and programs. If for any reason Behnke's continued participation is not practicable or is legally barred, the Company shall pay to Behnke such sum of money as will enable him to purchase substantially similar benefits or coverage.

Termination by the Company for cause shall mean termination by the Company's Board of Directors because of Behnke's willful failure to fulfill his obligations under this Agreement or his willful misconduct, commission of a felony or the perpetration of a fraud against the Company.

5. Disability. If during the term of his employment Behnke becomes disabled as defined in the Plan, the Company shall pay to Behnke his base salary, less any insured disability benefit payable to him under any disability plan then maintained by the Company. Upon completion of the term of his employment, the Company shall pay to Behnke an amount equal to the base salary set forth in paragraph 3 above, as adjusted in accordance with paragraph 7, less any insured disability benefit or, in the alternative, less any pension benefit paid to Behnke from a plan to which Company contributed.

6. Other Benefits. During the term of employment, and during the period of consulting services as provided in Section 7 below, Behnke shall be entitled to participate and shall be included in all employee benefit plans maintained



by the Company, including group life insurance plans, medical, dental and vision plans, disability plans and (during the term of employment only) pension plans.

7. Consulting Services. Upon the completion of his term of employment, Behnke shall render services as a consultant to the Company during the remainder of his life, or so long as his health permits. During this period, Behnke, if elected, shall continue to serve the Company as a director and, if appointed, shall serve the Company as Vice President. For his services as a consultant and as a supplemental retirement benefit, the Company shall pay to Behnke an annual amount equal to the compensation set forth in paragraph 3 above, as adapted, less any pension benefits paid to Behnke from a plan to which Company contributed, in equal semi-monthly installments. It is understood that the Company, in the discretion of the Board of Directors, may increase such sum to take into account increases in the cost of living index, from time to time.

8. Prior Agreements. This Agreement supersedes and replaces all prior agreements of employment between the parties, whether oral or written.

9. Assigns and Successors. This agreement may not be assigned by either party without the express written consent of the other.

DATED at Seattle on \_\_\_\_\_, 198\_\_.

SKINNER CORPORATION

\_\_\_\_\_  
Robert J. Behnke

By: \_\_\_\_\_  
Its \_\_\_\_\_

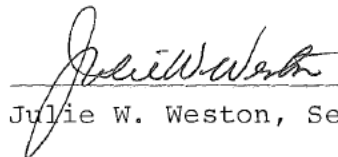
NOTICE OF 68TH ANNUAL MEETING  
OF SHAREHOLDERS AND DIRECTORS  
OF SKINNER CORPORATION

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Notice is hereby given that the 68th Annual Meeting of the Shareholders and Directors of SKINNER CORPORATION will be held at the Four Seasons Olympic Hotel, Seattle, Washington, in the St. James Room, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., for the purpose of electing directors and officers for the ensuing year, and for the transaction of such other business as may properly come before the meeting.

Luncheon will be served in the Kensington Room of the hotel.

Dated March 15, 1984.

  
\_\_\_\_\_  
Julie W. Weston, Secretary

County of King

and records of the Company.

Julie W. Weston, Secretary

March, 1984.

Notary Public in and for the State  
of Washington, residing at *Seattle*

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, CARL GILBERT BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 20 day of MARCH, 1984.

Carl G. Behnke

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That THE DAVID E. SKINNER TRUST, the undersigned shareholder in SKINNER CORPORATION, does hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE its true and lawful attorney and agent, with full power of substitution, for and in its name and stead, to vote all its stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as it would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 21st day of March, 1984.

THE DAVID E. SKINNER TRUST

By

Robert J. Behnke  
Robert J. Behnke, Trustee

By

Walter R. Daggatt  
Walter R. Daggatt, Trustee

By

D. E. Skinner  
D. E. Skinner, Trustee

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, ROBERT J. BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 21<sup>st</sup> day of March, 1984.

Robert J. Behnke

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, DAVID E. SKINNER, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 21 day of March, 1984.

  
David E. Skinner

P R O X Y

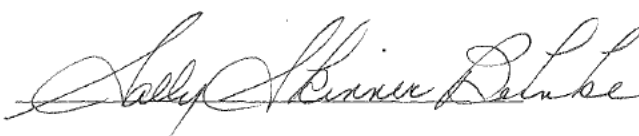
(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, SALLY SKINNER BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 21<sup>st</sup> day of March, 1984.





P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, CHARLES G. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 22<sup>nd</sup> day of March, 1984.

  
\_\_\_\_\_

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, NANCY SKINNER NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 23 day of March, 1984.

Nancy Skinner Nordhoff

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, CAROLYN J. NORDHOFF, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint ~~D.E. SKINNER and/or R.J. BEHNKE and/or~~ ARTHUR E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 30<sup>th</sup> day of March, 1984.

Arthur E Nordhoff  
Parent

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That THE SKINNER TRUST #2, the undersigned shareholder in SKINNER CORPORATION, does hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE its true and lawful attorney and agent, with full power of substitution, for and in its name and stead, to vote all its stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as it would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 3 day of April, 1984.

THE SKINNER TRUST #2

By

David E. Skinner  
David E. Skinner, Trustee

By

Robert J. Behnke  
Robert J. Behnke, Trustee

By

THE BANK OF CALIFORNIA, N.A.

By:

J. E. Smith  
Its Vice President & Trust Officer

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That THE SKINNER TRUST #3, the undersigned shareholder in SKINNER CORPORATION, does hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE its true and lawful attorney and agent, with full power of substitution, for and in its name and stead, to vote all its stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as it would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 3 day of April, 1984.

THE SKINNER TRUST #3

By David E. Skinner  
David E. Skinner, Trustee

By Robert J. Behnke  
Robert J. Behnke, Trustee

By THE BANK OF CALIFORNIA, N.A.

By: JW Brumby  
Its Vice President & Trust Officer

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, ROBERT EDWARD BEHNKE, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 68th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Wednesday, April 4, 1984, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 3 day of April, 1984.



AFFIDAVIT OF SERVICE

State of Washington )

) ss

County of King )

I, JULIE W. WESTON, being first sworn on oath, depose and say: That on the 8th day of March, 1985, I personally deposited in the United States mails or delivered in person a copy of the attached Notice of the 69th Annual Meeting of Shareholders and Directors of Skinner Corporation, to each of said Shareholders at the addresses shown on the books and records of the Company.

Julie W. Weston  
Julie. W. Weston, Secretary

Subscribed and sworn to before me this 26<sup>th</sup> day of  
March, 1985.

Arnold A. West  
Notary Public in and for the  
State of Washington, residing  
at Seattle, Wa.

NOTICE OF 69TH ANNUAL MEETING  
OF SHAREHOLDERS AND DIRECTORS  
OF SKINNER CORPORATION

---

Notice is hereby given that the 69th Annual Meeting of the Shareholders and Directors of SKINNER CORPORATION will be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., for the purpose of electing directors and officers for the ensuing year, and for the transaction of such other business as may properly come before the meeting.

Luncheon will be served at the hotel from 12:00 to 1:30 p.m.

Dated March 5, 1985.

  
\_\_\_\_\_  
Julie W. Weston, Secretary



P R O X Y

(b) (6)

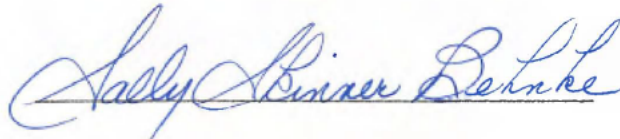
Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Sally Skinner Behnke, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 11<sup>th</sup> day of March, 1985.

A handwritten signature in blue ink, reading "Sally Skinner Behnke", written over a horizontal line.

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Carolyn J. Nordhoff the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE and/or A.E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 9<sup>th</sup> day of March, 1985.

by: Arthur J. Nordhoff  
parental guardian

P R O X Y

(b) (6)


Shares

KNOW ALL MEN BY THESE PRESENTS:

That we, Trustees of SKINNER TRUST #2, shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for us and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as we would possess if personally present.

Executed this \_\_\_\_\_ day of March, 1985.

  
\_\_\_\_\_  
David E. Skinner

  
\_\_\_\_\_  
Robert J. Behnke

The Bank of California, N.A.

By:

  
\_\_\_\_\_  
Its: Vice President/Trust Officer

Trustees of SKINNER TRUST #2

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

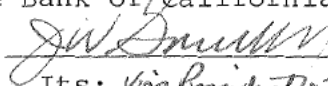
That we, Trustees of SKINNER TRUST #3, shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for us and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as we would possess if personally present.

Executed this 8<sup>th</sup> day of March, 1985.

  
David E. Skinner

  
Robert J. Behnke

The Bank of California, N.A.

By:   
Its: Vice President & Trust officer

Trustees of SKINNER TRUST #3

P R O X Y

(b) (6)


Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, David E. Skinner, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 8<sup>th</sup> day of March, 1985.



P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Trustee of CHILDREN'S TRUST FOR NANCY SKINNER NORDHOFF, shareholder in SKINNER CORPORATION, do hereby nominate and appoint R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for me and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will not be effective if I am present at the meeting or adjournment thereof.

Executed this 8<sup>th</sup> day of March, 1985.



David E. Skinner, Trustee

CHILDREN'S TRUST FOR NANCY SKINNER NORDHOFF

P R O X Y

(b) (6)

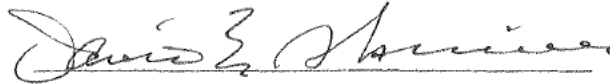
Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Trustee of CHILDREN'S TRUST FOR DAVID E. SKINNER, shareholder in SKINNER CORPORATION, do hereby nominate and appoint R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for me and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will not be effective if I am present at the meeting or adjournment thereof.

Executed this 8<sup>th</sup> day of March, 1985.



David E. Skinner, Trustee

CHILDREN'S TRUST FOR DAVID E. SKINNER

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Trustee of CHILDREN'S TRUST FOR SALLY SKINNER BEHNKE, shareholder in SKINNER CORPORATION, do hereby nominate and appoint R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for me and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will not be effective if I am present at the meeting or adjournment thereof.

Executed this 5<sup>th</sup> day of March, 1985.



David E. Skinner, Trustee

CHILDREN'S TRUST FOR SALLY SKINNER BEHNKE



P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Robert J. Behnke, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 12<sup>th</sup> day of March, 1985.

Robert J. Behnke

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Robert E. Behnke, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this \_\_\_\_\_ day of March, 1985.

Robert E. Behnke

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Robert E. Behnke, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this \_\_\_\_\_ day of March, 1985.

Robert Behnke

P R O X Y

(b) (6)

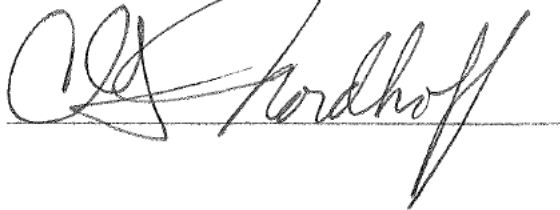
Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Charles G. Nordhoff, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint ~~D.E. SKINNER and/or R.J. BEHNKE and/or~~ A.E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14<sup>th</sup> day of March, 1985.

A handwritten signature in cursive script, appearing to read "C.G. Nordhoff", is written over a horizontal line.

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Nancy Skinner Nordhoff, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint ~~D.E. SKINNER~~ and/or ~~R.J. BEHNKE~~ and/or A.E. NORDHOFF my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 14 day of March, 1985.

Nancy Skinner Nordhoff

P R O X Y

(b) (6)

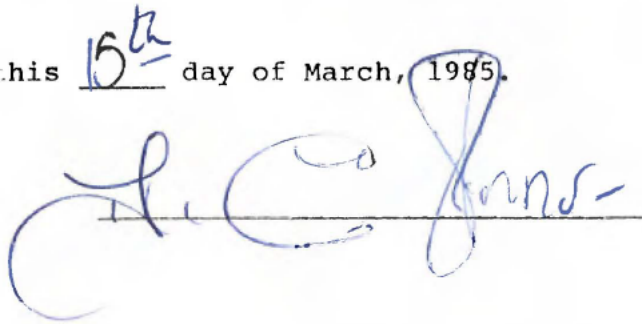
Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, David E. Skinner III, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 15<sup>th</sup> day of March, 1985.

A handwritten signature in blue ink, appearing to read "D. E. Skinner", is written over a horizontal line.

P R O X Y

(b) (6)

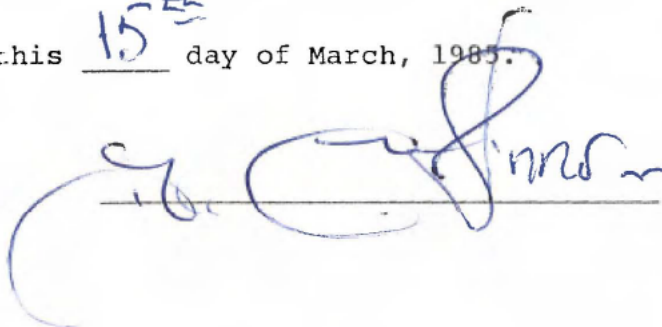
Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, David E. Skinner III, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 15<sup>th</sup> day of March, 1985.

A handwritten signature in blue ink, appearing to read "David E. Skinner III", is written over a horizontal line. The signature is stylized and cursive.

P R O X Y

(b) (6)

Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Carl G. Behnke, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 19 day of March, 1985.

Carl G. Behnke



P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Trustee of the DAVID E. SKINNER TRUST FOR CHILDREN OF PAUL W. SKINNER, shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for me and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will not be effective if I am present at the meeting or adjournment thereof.

Executed this 22 day of March, 1985.



Paul W. Skinner, Trustee  
DAVID E. SKINNER TRUST FOR  
CHILDREN OF PAUL W. SKINNER

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Trustee of the DAVID E. SKINNER TRUST FOR CHILDREN OF PAUL W. SKINNER, shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for me and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will not be effective if I am present at the meeting or adjournment thereof.

Executed this 22 day of March, 1985.

A handwritten signature in dark ink, appearing to read "Paul W. Skinner", is written over a horizontal line.

Paul W. Skinner, Trustee  
DAVID E. SKINNER TRUST FOR  
CHILDREN OF PAUL W. SKINNER

P R O X Y


(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Trustee of the DAVID E. SKINNER TRUST FOR JENNY & SARAH SKINNER, shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for me and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will not be effective if I am present at the meeting or adjournment thereof.

Executed this 22 day of March, 1985.

  
Paul W. Skinner, Trustee  
DAVID E. SKINNER TRUST FOR  
JENNY & SARAH SKINNER

P R O X Y

(b) (6)

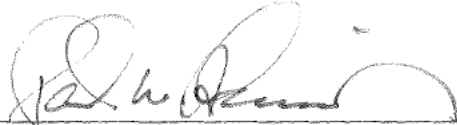
Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Trustee of the DAVID E. SKINNER TRUST FOR JENNY & SARAH SKINNER, shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE as true and lawful attorney and agent for said Trust, with full power of substitution, for me and in the name of said Trust, to vote all stock of said Trust in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will not be effective if I am present at the meeting or adjournment thereof.

Executed this 22 day of March, 1985.

  
\_\_\_\_\_  
Paul W. Skinner, Trustee  
DAVID E. SKINNER TRUST FOR  
JENNY & SARAH SKINNER

P R O X Y

(b) (6)

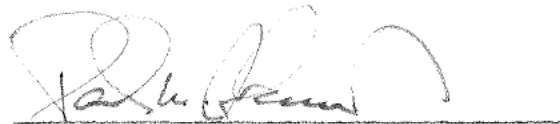
Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Paul W. Skinner, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 22 day of March, 1985.

A handwritten signature in dark ink, appearing to read "Paul W. Skinner", is written over a horizontal line.

P R O X Y

(b) (6) Shares

KNOW ALL MEN BY THESE PRESENTS:

That I, Paul W. Skinner, the undersigned shareholder in SKINNER CORPORATION, do hereby nominate and appoint D.E. SKINNER and/or R.J. BEHNKE my true and lawful attorney and agent, with full power of substitution, for me and in my name and stead, to vote all my stock in said corporation at its 69th Annual Meeting of Shareholders, to be held at the Four Seasons Olympic Hotel, Seattle, Washington, on Friday, March 29, 1985, at the hour of 9:00 a.m., or at any adjournment thereof, with full power in the premises as I would possess if personally present.

This Proxy will be effective only if I am not present at the meeting or adjournment thereof.

Executed this 22 day of March, 1985.

A handwritten signature in dark ink, appearing to read "Paul W. Skinner", is written over a horizontal line.

# THE BANK OF CALIFORNIA

## *Corporate/Association Resolution*

I certify that I am secretary of Skinner Corporation a corporation/association organized under the laws of the state of Washington. I also certify that at a meeting of the corporation's/association's board of directors held on July 17, 19 85, at which a quorum was present and acting throughout, the following resolutions were adopted and are now in full effect.

### *Authority to Sign and Act for the Corporation/Association*

It is resolved that any President, Vice President, Secretary or Treasurer (title of officer(s)) of this organization is (are) individually authorized in the name of and on behalf of the organization, to:

- Establish any banking accounts and services.
- Sign, or change in writing, any agreement with the bank regarding the organization's banking relationship.
- Designate in writing to the bank the individuals who are authorized, in the name of and on behalf of the organization to:
  - Withdraw funds from any of the organization's banking accounts on the organization's checks or orders, subject to any multiple signature requirements. These checks may be payable to bearer, or to the order of, or for the use and benefit of the signer or signers.
  - Endorse and deliver to the bank, for any purpose, and in any amount, negotiable or nonnegotiable commercial paper of any kind, signed by others and owned by, or held by, or payable to the organization.
  - Send, review, and/or authorize wire transfers of funds from the organization's accounts. Such authorities may be exercised by such authorized individuals acting alone, notwithstanding any other multiple signature requirements.
  - Otherwise access the organization's accounts and credit lines.

This authority may be exercised at such times and on such terms as the authorized individuals believe proper. This authority will remain in effect until the bank receives written notice of revocation at the office where the organization's banking relationship is maintained.

### *Checks*

It is resolved that the bank may endorse checks, when presented for deposit to any of the organization's accounts, if unendorsed when presented. Any checks, cashed or deposited, that the bank is unable to promptly collect may be returned by mail.

### *Statements, Notices, and Vouchers*

It is resolved that the bank may mail statements, notices, and vouchers to the latest address of the organization shown on the bank's records. Anything mailed and returned undelivered may be destroyed after three months. The bank is relieved of all liability for items lost in transit. The organization will notify the bank in writing of any error contained in statements, notices, or vouchers within 15 days after their mailing to the organization. The bank will not be liable for any claim for credit or refund made afterwards.

Witnessed:

Secretary's name Julie W. Weston

Secretary's signature Julie W. Weston

Date July 23, 1985



Depositor: SKINNER CORPORATION  
Account Number: 07 200 025

"RESOLVED that FIRST INTERSTATE BANK OF WASHINGTON, N.A. ("Bank" herein) be and it is hereby selected as a depository for the funds of this corporation, and that such funds may be withdrawn on the check, draft, certificate of deposit or withdrawal receipt of this corporation signed by any 1 of the following designated individuals whose authorized signatures are set forth below

Print Name and Title

Authorized Signature

1. D.E. Skinner - Pres

2. R.J. Behnke - Exec V.P.

3. A.E. Nordhoff - V.P.

4. P.W. Skinner - V.P.

5. C.G. Behnke - V.P.

J.W. Weston - Secy

L.E. Donckers - Controller

The above signed hereby expressly agrees to the Bank's Rules and Regulations governing depositor's accounts which are posted in the lobby, and, to any changes thereto hereafter adopted which are incorporated herein by reference. The above signed acknowledge(s) receipt of a copy of the Rules and Regulations and agree to be bound by the terms and any future changes to them

Mailing Address		Phone
711 Skinner Bldg.		(206) 623-6480
City	State	Zip Code
Seattle	Wa.	98101

Payor's Request for T.I.N. Certification (Use in place of IRS forms W-8, W-9)

Enter the TAXPAYER IDENTIFICATION NUMBER (T.I.N.) here. For most individual taxpayers, this is the social security number.

(b) (6)

Check one of the boxes below if you are NOT subject to BACKUP WITHHOLDING because:

- ☒ a. you have not been notified that you are subject to backup withholding as a result of a failure to report all interest or dividends, OR
- ☐ b. the Internal Revenue Service has notified you that you are no longer subject to backup withholding.

☐ Check this box if you are an EXEMPT RECIPIENT as described in section 31.3452 (c)-1 (b) through (p) of the Income Tax Regulations. See page 2 of the instructions provided.

☐ Check this box if you are NOT a United States citizen or resident.

Under penalties of perjury, I certify that the information provided on this form is true, correct and complete.

Date 7-16-85

Signature

FOR BANK USE ONLY				
ID				
COMMENTS				Class Code
Date Opened	Amount	Source of Funds	Opened by	Officer Appr
Date Closed	Balance	Reason for Closing		Cycle Date

NA 009 (Rev 7-84) SIGNATURE CARD - CORPORATIONS

First Interstate Bank of Washington, N.A.



The authority hereby conferred shall extend to and include the authority of such persons to draw checks payable to the order of any one or more of such persons or to bearer, or for the use and benefit of any one or more of such persons, and to obtain payment or credit on such checks, and to endorse and obtain payment or credit for checks or drafts payable to this corporation as payee or endorsee, without liability on the part of Bank. It shall further extend to authorization for such persons to enter into deposit agreements with Bank on behalf of this corporation by the execution and delivery to Bank of Bank's standard form signature cards, such as may from time to time be in use by Bank. Endorsements for deposit may be made by rubber stamp and shall bind the corporation to the same effect as those signed by the properly authorized persons. Bank is hereby authorized to charge against the account of this corporation any checks, drafts or withdrawal receipts signed by person or persons authorized hereby to do so which are otherwise properly payable from the corporation's account even though the charge creates or increases an overdraft, and notwithstanding any other limitation heretofore or hereafter imposed upon such persons in contracting for indebtedness on behalf of the corporation.

"FURTHER RESOLVED that the Secretary transmit a copy of these resolutions to Bank, and that Bank may rely upon the authority conferred by these resolutions until the actual receipt by Bank of written notice revoking or modifying the same.

"FURTHER RESOLVED that the authority hereby granted is the substitution for power granted under previous resolutions of this corporation relating to authorization for withdrawal of funds by check, draft, certificate of deposit or withdrawal receipt of this corporation from Bank or its predecessors and interests. All prior resolutions relating to any of these matters are hereby revoked. All transactions previously undertaken pursuant to such prior resolutions are hereby confirmed and ratified."

"As used in these resolutions, the singular shall include the plural and the masculine the feminine as the particular situation or context may require."

#### COMPLETE THE APPLICABLE CERTIFICATE BELOW

##### WRITTEN CONSENT CERTIFICATE

I, Julie W. Weston, Secretary of Skinner Corp., a Wa. corporation do hereby certify that the foregoing resolutions have been adopted by unanimous written consent of the Board of Directors of that corporation in full compliance with the articles of incorporation and bylaws of the corporation.  
DATED July 17, 19 85 Secretary

##### BOARD MEETING CERTIFICATE

I, Julie W. Weston, Secretary of Skinner Corp., a Wa. corporation, do hereby certify that the foregoing is a full, true and correct copy of resolutions duly passed and adopted by the Board of Directors of that corporation at a meeting duly called and held in full compliance with the articles of incorporation and bylaws of the corporation on the 17 day of July, 19 85, at which meeting a quorum was present, and that the resolutions, as set out above, appear in the minutes of that meeting in the minute book of the corporation.  
DATED July 23, 19 85 Julie W. Weston Secretary

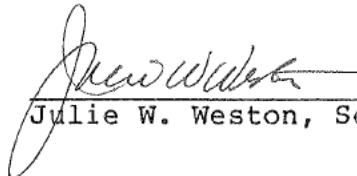
SKINNER CORPORATION  
CERTIFICATE OF SECRETARY

The undersigned, Julie W. Weston, hereby certifies that:

1. She is now and has been at all times material hereto, the duly elected, qualified and acting Secretary of Skinner Corporation, a Washington corporation (the "Corporation") and is duly authorized to deliver this Certificate.

2. Attached hereto as Exhibit A are true and correct copies of resolutions adopted by the Board of Directors of the Corporation on October 17, 1985. Said resolutions are in full force and effect and have not been amended, annulled, rescinded or revoked.

IN WITNESS WHEREOF, the undersigned has set her hand and affixed the seal the the Corporation this 19th day of November, 1985.

  
Julie W. Weston, Secretary

[SEAL]

EXHIBIT A

SKINNER CORPORATION

RESOLVED, that Article IV, paragraph (6)(a) is hereby amended to read as follows:

(6) Special Meetings:

- (a) Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or by any three directors, to be held at the registered office of the corporation or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all special meetings of the Board of Directors shall be given to each director by five days' service of the same by telegram, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

and be it

FURTHER RESOLVED, that Article V, paragraph (1) be amended to read as follows:

- (1) Designations: The officers of the corporation shall be a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a President, one or more Vice-Presidents (one or more of whom may be Executive Vice-Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate, who shall be elected for one year by the directors at their annual meeting and who shall hold office until their successors are elected and qualify.

and be it

FURTHER RESOLVED, that new paragraphs (2) and (3) be added to Article V and that current paragraphs (2) through (12) be re-numbered accordingly, with new paragraph (4) being amended, all as set forth below:

- (2) The Chairman of the Board of Directors: The Chairman of the Board of Directors shall preside at all meetings of the shareholders and directors, and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

- (3) The Vice-Chairman of the Board of Directors: The Vice-Chairman of the Board of Directors shall preside at all meetings of the shareholders and directors during the absence or disability of the Chairman of the Board of Directors and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors.
- (4) The President: During the absence or disability of the Chairman and Vice-Chairman of the Board of Directors, the President shall preside at all meetings of shareholders and directors. The President shall be the Chief Executive Officer of the corporation and shall have general supervision of the affairs of the corporation, and shall perform all such other duties as are incident to his office or are properly required of him by the Board of Directors.